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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

RON WILLIAMS, derivatively on Behalf of
AFFIRM HOLDINGS, INC.

Plaintiff,

v.

MAX LEVCHIN, et al.,

Defendants,

-and-

AFFIRM HOLDINGS, INC.,

Nominal Defendant.

CASE NO. 3:22-cv-05300-VC

**JOINT STIPULATION AND ~~[PROPOSED]~~
ORDER REGARDING VOLUNTARY
DISMISSAL OF PLAINTIFF'S CLAIMS
AGAINST DEFENDANTS WITHOUT
PREJUDICE**

Judge Vince Chhabria
Courtroom 4 -- 17th Floor

Pursuant to Federal Rule of Civil Procedure 41(a) and Civil Local Rule 7-12, Plaintiff Ron Williams (“Plaintiff”), derivatively on behalf of Affirm Holdings, Inc. (“Affirm” or the “Company”), and Defendants Max Levchin, Michael Linford, Jeremy Liew, Libor Michalek, Jenny J. Ming, Jeremy Philips, Christa S. Quarles, Keith Rabois, Jacqueline D. Reses, and James D. White (“Individual Defendants”), and Nominal Defendant Affirm (collectively “Defendants”) (each a “Party” and together, the “Parties”), submit this Joint Stipulation and [Proposed] Order Regarding Voluntary Dismissal of Plaintiff’s Claims Against Defendants, and in support thereof state as follows:

WHEREAS, on September 16, 2022, Plaintiff filed this Action purportedly in the right, and for the benefit of Affirm against the Individual Defendants for alleged breaches of their fiduciary duties, unjust enrichment, abuse of control, gross mismanagement, waste of corporate assets, and for alleged violations of Section 14(a) of the Securities Exchange Act of 1934 (the “Exchange Act”) and against Defendant Levchin for contribution under Sections 10(b) and 21D of the Exchange Act related to the February 10, 2022 tweet concerning Affirm’s second quarter financial results that was inadvertently posted before the earnings results had been released;

WHEREAS, prior to the filing of this Action, two related actions were filed against substantially the same defendants in this Court—specifically, a securities litigation action, titled *Toole v. Affirm Holdings, Inc.*, No. 3:22-cv-01243, and a derivative litigation action, titled *Vallieres v. Levchin, et al.*, No. 3:22-cv-02507-VC;

WHEREAS, on October 18, 2022, this Court granted Defendants’ unopposed motion to relate this Action to *Vallieres*, due to the apparent overlap between the facts and circumstances alleged in both cases (*Williams*, ECF No. 16);

WHEREAS, on November 2, 2022, the Court granted the Joint Stipulation and Order to Stay Derivative Action pending final adjudication of *Toole* (*Williams*, ECF No. 20);

WHEREAS, on September 28, 2022, this Court dismissed the complaint in *Toole* with leave to amend (*Toole*, ECF No. 78), and on October 20, 2022, final judgment was entered in favor of the defendants (*Toole*, ECF No. 79);

WHEREAS, the *Toole* plaintiffs did not appeal the entry of final judgment, and the November 21, 2022 deadline for doing so passed;

1 WHEREAS, following careful consideration of the circumstances, including the dismissal of
2 the *Toole* Action on which this Action was predicated, the Plaintiff has decided to voluntarily dismiss
3 this Action without prejudice;

4 WHEREAS, Defendants have neither answered the complaint filed in this Action nor moved
5 for summary judgment;

6 WHEREAS, no notice to shareholders of this voluntary dismissal is required or warranted
7 under Federal Rule of Civil Procedure 23.1(c) because: (i) there has been no settlement or
8 compromise of this Consolidated Derivative Action; (ii) there has been no collusion among the
9 Parties; (iii) no payment has been made or will be paid to any party or their counsel in connection
10 with the voluntary dismissal; (iv) the voluntary dismissal is made without prejudice and therefore
11 will not have any preclusive effect on any other action or Affirm shareholder to pursue claims; and
12 (v) Defendants will not suffer any prejudice as they do not oppose this voluntary dismissal;

13 WHEREAS, the Parties have met and conferred, and agree that this Action should be
14 dismissed without prejudice, with each party to bear its own fees and costs;

15 WHEREFORE, subject to the Court's approval, the parties stipulate and agree as follows:

16 1. Pursuant to Federal Rule of Civil Procedure 41(a), the derivative action, titled
17 *Williams v. Levchin*, No. 3:22-cv-005300-VC, shall be dismissed without prejudice;

18 2. Each Party shall bear its own fees and costs; and

19 3. For the reasons stated above, no notice of the dismissal is required under Federal Rule
20 of Civil Procedure 23.1(c).

21
22 Dated: December 13, 2022

GIBSON DUNN & CRUTCHER LLP

23
24 By: /s/ Michael D. Celio

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Attorneys for Defendants

Dated: December 13, 2022

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FILER'S ATTESTATION

Pursuant to Civil L.R. 5-1(h)(3) regarding signatures, I hereby attest that concurrence in the filing of the document has been obtained from all of the signatories above.

Date: December 13, 2022

/s/ Laurence M. Rosen
Laurence M. Rosen

* * *

PURSUANT TO JOINT STIPULATION, IT IS SO ORDERED.

Date: December 22, 2022

HONORABLE VINCE CHHABRIA

